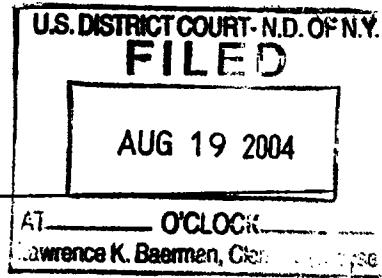


EXHIBIT E

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

Arbor Hill Concerned Citizens Neighborhood Association, Albany County Branch of the National Association for the Advancement of Colored People, Aaron Mair, Maryam Mair, and Mildred Chang,



Plaintiffs,

-against-

No. 03-CV-0502
Judge Mordue
Magistrate Judge Homer

County of Albany and the Albany County Board of Elections,

Defendants.

CONSENT DECREE AND JUDGMENT

Pursuant to and in accord with a Stipulation of Settlement placed on the record in open court on July 15, 2004 before U.S. Magistrate Judge Randolph Treence by and between plaintiffs, Arbor Hill Concerned Citizens Neighborhood Association, Albany County Branch of the NAACP, Aaron Mair, Maryam Mair and Mildred Chang, represented by Mitchell A. Karlan, Esq., Paul DerOhannesian, II, Esq., and Cara Fineman, Esq.; and defendants, County of Albany and the Albany County Board of Elections, represented by Michael C. Lynch, Albany County Attorney; and the County of Albany having approved the terms of this settlement by Resolution No. 424 for 2004, duly adopted by the Albany County Legislature on August 9, 2004; now, therefore, upon the mutual premises stated and in consideration of same, the parties hereby agree as follows:

1. This Court has jurisdiction pursuant to 28 U.S.C. §§ 1311 and 1343; and 42 U.S.C. § 1973j(f). Plaintiffs' action for declaratory and injunctive relief is

authorized by 28 U.S.C. §§ 2201 and 2202 and by Rules 57 and 65 of the Federal Rules of Civil Procedure.

2. Venue is proper pursuant to 28 U.S.C. § 1331(b) because this is the district in which the events or omissions giving rise to the Plaintiffs' claim occurred.
3. The parties enter into this Consent Decree jointly and for the purpose of avoiding the risks and burdens of protracted litigation and achieving resolution.
4. The parties ask the Court to approve this Consent Decree without a full hearing on the merits, on the basis of the Plaintiffs' Complaint and the above stipulation, and in recognition that this settlement plan complies with § 2 of the Voting Rights Act of 1965, as amended, 42 U.S.C. § 1973.
5. Pursuant to this authorization and directive of the District Court, the County agrees to directly initiate the legislative process to amend Local Law No. 4 for 2003, adopted by the Albany County Legislature on September 5, 2003, by incorporating the changes set forth in the County's revised redistricting plan identified as Revision 4b2, dated July 12, 2004, a copy of which was identified and received into evidence as Court Exhibit "1" during the July 15, 2004 proceedings before Magistrate Judge Treen.
6. The County's redistricting plan, as so amended, will be implemented beginning with the election cycle in calendar year 2007, for the County Legislative term beginning January 1, 2008 through December 31, 2011.
7. Plaintiffs' claim for costs and attorneys' fees shall be determined upon application to the Court.

This Consent Decree and Judgment shall be effective as of the date so ordered by the Court.

Dated: August 17, 2004

Mitchell A Karlan Esq

Mitchell A. Karlan, Esq.
Gibson, Dunn & Crutcher, LLP
200 Park Avenue - 47th Floor
New York, NY 10166-0193
(212) 351-4000
Attorney for Plaintiffs

Dated: August 10, 2004

Paul DerHannesian

Paul DerHannesian, II, Esq.
DerHannesian & DerHannesian
39 North Pearl Street, 1st Floor
Albany, New York 12207
(518) 465-6420
Attorney for Plaintiffs

Dated: August 17, 2004

Cara Fineman Esq

Cara Fineman, Esq.
Lawyers Committee for
Civil Rights Under Law
1401 New York Avenue
NW Suite 400
Washington, DC 2005-2124
Attorney for Plaintiffs

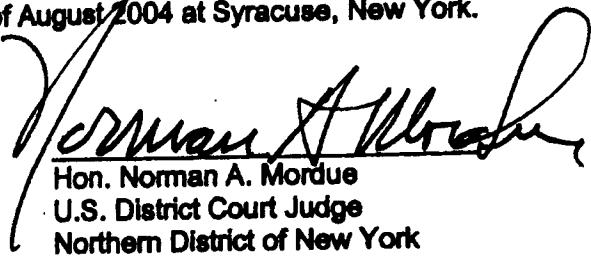
Dated: August 10th, 2004

Michael C Lynch

Michael C. Lynch
Albany County Attorney
112 State Street, Suite 900
Albany, New York 12207
(518) 447-7110
Attorney for Defendants

It is hereby ordered, adjudged and decreed, that the above terms of settlement are approved and the County of Albany is authorized and directed to amend Local Law No. 4 for 2003 pursuant to the terms of this Consent Decree and Judgment.

Signed this 19 th day of August 2004 at Syracuse, New York.



Norman A. Mordue
Hon. Norman A. Mordue
U.S. District Court Judge
Northern District of New York

RESOLUTION NO. 424

**AUTHORIZING THE COUNTY ATTORNEY TO ENTER INTO A PROPOSED
SETTLEMENT OF ISSUES RAISED IN PENDING REDISTRICTING
LITIGATION IN THE UNITED STATES DISTRICT COURT**

Introduced: 8/9/04

By Messrs. Ward, Comisso, Aylward, Riddick, Reilly, Aidala, Beston, Clay, Collins, Ms. Connolly, Messrs. Cunningham, Dawson, Domalewicz, Ethier, Feeney, Frederick, Gordon, Houghtaling, Infante, Joyce, Ms. Maffia-Tobler, Messrs. Mayo, McCoy, Ms. McKnight, Messrs. Monjeau, Nichols, Shafer, Messrs. Steck, Ms. Wiley, Willingham, Barlette, Benedict, Messrs. Clouse, Ms. Comella, Prentiss, Messrs. Tunny and Morse:

WHEREAS, The Albany County Attorney has requested the authorization of this Honorable Body to enter into a proposed settlement of issues raised in redistricting litigation pending in the United States District Court in the case of Arbor Hill Concerned Citizens Neighborhood Association, et al v. County of Albany, et al, and

WHEREAS, The County Attorney, acting on behalf of the County, and the attorneys for plaintiffs challenging County Legislative District boundaries based on the 2000 Federal Census reached agreement July 15, 2004 on the proposed settlement, and

WHEREAS, The agreement was based on the understanding that the County Attorney would seek approval of the Legislature and the County Executive of the settlement proposal to be the basis for a consent decree subject to the approval of U.S. District Court Judge Norman Mordue, and

WHEREAS, Under the terms of the proposed settlement, the boundaries of seven of the 39 Legislative Districts would be revised according to a County plan described as Plan 4b2 and the new lines would be effective for County Legislative elections to be held during the next normal legislative election cycle in 2007, and

WHEREAS, The issue of fees for the plaintiffs' attorneys would be subject to an application and approval by the District Court, now, therefore be it

RESOLVED, That the Albany County Attorney is authorized to enter into the proposed settlement based on the County's Plan 4b2 in the action now pending in the U.S. District Court to resolve the litigation, and, be it further

RESOLVED, That the Clerk of the County Legislature is directed to forward certified copies of this resolution to the appropriate County Officials.

Favorable recommendation - Redistricting Commission. 8/2/04

On roll call vote the following voted in favor: Messrs. Aidala, Aylward, Ms. Barlette, Benedict, Messrs. Beston, Clay, Clouse, Collins, Ms. Comella, Mr. Comisso, Ms. Connolly, Messrs. Cunningham, Dawson, Domalewicz, Ethier, Feeney, Frederick, Infante, Joyce, Ms. Maffia-Tobler, Messrs. Mayo, McCoy, Ms. McKnight, Messrs. Monjeau, Morse, Nichols, Ms. Prentiss, Messrs. Reilly, Riddick, Shafer, Tunny, Ward, Ms. Wiley and Willingham - 34.

Those opposed: - 0.

Resolution was adopted. 8/9/04

STATE OF NEW YORK)
COUNTY OF ALBANY)

I HEREBY CERTIFY THAT THE FOREGOING IS A
TRUE AND CORRECT TRANSCRIPTION OF A RESOLUTION
DULY ADOPTED BY THE COUNTY LEGISLATURE OF
ALBANY COUNTY ON THE 9th DAY OF August
2004, AND OF THE WHOLE THEREOF

DATED, ALBANY, NY

August 12, 2004
Paula M. DeCaro
CLERK OF THE COUNTY LEGISLATURE

6.14



MICHAEL G. BRESLIN
COUNTY EXECUTIVE

COUNTY OF ALBANY
OFFICE OF THE EXECUTIVE
112 STATE STREET, ROOM 200
ALBANY, NEW YORK 12207-2021
(518) 447-7040 - FAX (518) 447-5589
WWW.ALBANYCOUNTY.COM

JOSEPH F. PENNISI
DEPUTY COUNTY EXECUTIVE

AUG 10 2004
ALBANY COUNTY
SHERIFF

August 10, 2004

Hand Delivered

Hon. Paul Devane, Clerk
Albany County Legislature
112 State Street, Room 1114
Albany, New York 12207

Dear Mr. Devane,

Please be advised, that pursuant to Section 309(b)(i) of the Albany County Charter, I hereby approve Resolution No. "397 and 424" adopted by the Albany County Legislature at its meeting held on August 9, 2004.

Sincerely,

Michael G. Breslin

MGB/meb

cc: Hon. Charles E. Houghtaling, Chairman
Hon. Michael F. Conners, II, Albany County Comptroller
William J. Conboy, II, Esq., Majority Counsel
Thomas Marcelle, Esq., Minority Counsel
Michael C. Lynch, Esq., County Attorney
Anthony J. Fontanelli, Associate Operations Supervisor
Edward Lynch, Commissioner of General Services
Edward Dott, Executive Deputy Controller

DEROHANNESIAN & DEROHANNESIAN
ATTORNEYS AND COUNSELORS AT LAW

PAUL DEROHANNESIAN, ESQ. (1953-2001)
PAUL DEROHANNESIAN II, ESQ.

JENNIFER C. ZEGARELLI, ESQ.

August 17, 2004

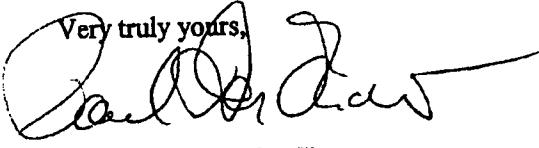
Michael C. Lynch, County Attorney
County Office Building
112 State Street, Room 900
Albany, New York 12207

RE: AHCCNA v. County of Albany
No. 03-CV-0502

RECEIVED
ALBANY COUNTY
ATTORNEYS OFFICE
DEPARTMENT OF LAW
2004 AUG 18 PM 2:47

Dear Mike:

Enclosed please find two (2) duplicate originals of the fully-executed Consent Decree and Judgment.

Very truly yours,


Paul DerOhannesian II

PDII:klb
Enclosures

cc: Mitchell Karlan, Esq.
Cara Fineman, Esq.



MICHAEL G. BRESLIN
COUNTY EXECUTIVE

MICHAEL C. LYNCH
COUNTY ATTORNEY

AMY E. JOYCE
DEPUTY COUNTY ATTORNEY

COUNTY OF ALBANY
OFFICE OF THE COUNTY ATTORNEY
COUNTY OFFICE BUILDING
112 STATE STREET, ROOM 900
ALBANY, NEW YORK 12207
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ASSISTANT COUNTY ATTORNEYS
CRAIG A. DENNING
EUGENIA KOUTELIS CONDON
GARY S. KEEGAN
SHEILA A. LAMONT
JONATHAN C. WAYNE
GREGORY A. RUTNIK
TONIA L. SUMMERS
DARIUS SHAHINFAR

August 19, 2004

Hon. Norman A. Mordue
US District Judge— North District of NY
PO Box 7336
100 South Clinton Street
Syracuse, New York 13261-7336

RE: AHCCNA v. County of Albany
No. 03-CV-0502

Dear Judge Mordue:

In accord with Resolution No. 424, duly adopted by the Albany County Legislature on August 9, 2004 (copy enclosed), I submit for the Court's consideration a proposed Consent Decree and Judgment relative to the above duly endorsed by counsel for the parties.

Kindly review and advise if acceptable.

I remain.

Very truly yours,

s/

Michael C. Lynch
Albany County Attorney

MCL/nc
Enclosures

cc: Hon. Randolph Treece, Magistrate Judge
Hon. David Homer, Magistrate Judge
Paul DerOhannesian, II, Esq.
Mitchell Karlan, Esq.
Cara Fineman, Esq.
Michael G. Breslin, Albany County Executive
William J. Conboy, II, Majority Counsel
Thomas Marcelle, Minority Counsel